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September 15, 2000

VIA Overnight Delivery

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

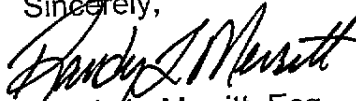
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-09/18/00--01111--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: Incorporation of PENN  
HOLDING COMPANY, INC.

Dear Sir/Madam:

Enclosed herewith you will find an original and a copy of The Articles of Incorporation, together with an original Transmittal Letter, relevant to the incorporation of the above-referenced corporation. Further, enclosed is my client's check in the amount of \$78.75. Should you have any questions concerning this matter, please contact me at your earliest convenience.

Sincerely,

  
Randy L. Merritt, Esq.

RLM/mlt

FILED  
00 SEP 18 PM 4:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ax 9/19

# ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

FILED  
00 SEP 18 PM 4:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE I NAME

The name of the corporation shall be:  
PENN HOLDING COMPANY, INC.

## ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailling address is:  
1800 SECOND STREET, SUITE 720  
SARASOTA FLORIDA 34236

## ARTICLE III PURPOSE

The purpose for which the corporation is organized is: To engage in any lawful business for which Corporations may be organized under the Florida Business Corporation Act. To have all of the general powers granted to Corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of Law.

## ARTICLE IV SHARES

The number of shares of stock is:  
10,000

## ARTICLE V INITIAL OFFICERS/DIRECTORS (optional)

The name(s) and address(es):

Gaeton S. Della Penna - President, Vice-President, Treasurer, Director & Secretary  
1800 SECOND STREET, SUITE 720  
SARASOTA FLORIDA 34236

## ARTICLE VI REGISTERED AGENT

The name and Florida street address of the registered agent is:

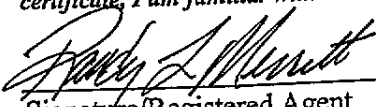
RANDY L. MERRITT, ESQ.  
1800 SECOND STREET, SUITE 720  
SARASOTA FLORIDA 34236

## ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

RANDY L. MERRITT, ESQ.  
1800 SECOND STREET, SUITE 720  
SARASOTA FLORIDA 34236

\*\*\*\*\*  
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

  
Signature/Registered Agent RANDY L. MERRITT

9-15-00  
Date

  
Signature/Incorporator RANDY L. MERRITT

9-15-00  
Date